MINUTES OF REGULAR MEETING OF BOARD OF DIRECTORS OF UNITED ARTISTS CORPORATION HELD January 20, 1920.

Regular meeting of the Board of Directors of United Artists Corporation was held at 4:30 O'clock p. m., Tuesday, Jan. 20th, 1920, in the office of the President of the Corporation, on the 9th floor of 729 Seventh Avenue, in the city of New York, N. Y.

PRESENT: Messrs. Albert H. T. Banzhaf, Nathan Burkan and Oscar A. Price.

IN ATTENDANCE: Mr. F. H. McAdoo.

Mr. Price called the meeting to order and acted as Chairman thereof. Mr. G. B. Clifton, secretary of the corporation, acted as secretary of the meeting.

On motion of Mr. Banzhaf, seconded by Mr. Burkan, the minutes of the meeting held Dec. 16th were approved.

The President called attention to the fact that the resolution adopted at the meeting held Nov. 12th, 1919, authorizing the payment to the National Association of Motion Picture Industry of $150.00 as each special picture is released, as a contribution toward that association's Censorship Committee's activities did not state specifically whether this expense of $150.00 for each release should be borne by the Corporation or deducted from the gross. On motion of Mr. Burkan, seconded by Mr. Banzhaf, it was

RESOLVED: That this expense shall be deducted from the gross receipts for the photoplay released.

The President requested the Board to ratify its verbal approval given him Dec. 22, 1919, to distribute $625.00 in gold to the employes of the Home Office and the New York Exchange. On motion of Mr. Burkan, seconded by Mr. Banzhaf, it was

RESOLVED: That the action of the President in distributing $625.00 in Gold to the employes of the Home Office and the New York Exchange as additional salary allowance at Christmastime is approved.

The President read a letter from Mr. Dennis F. O'Brien, setting forth reasons why it is impracticable for United Artists Corporation to make a contract with United Artists Corporation Limited for the photoplay "POLLYANNA" on the same basis as Mr. Fairbanks' pictures are being handled in Canada. On motion of Mr. Burkan, seconded by Mr. Banzhaf, it was

RESOLVED: That the right to market and distribute the photoplay "POLLYANNA" in Canada be handled through United Artists Corporation Limited on the same terms and conditions as set forth in the contract dated Feb. 5th, 1918, between Miss Pickford and United Artists Corporation. In other words, that no outright sale be made, but that the photoplay "POLLYANNA" be released in Canada in the same manner as it is handled in the United States.

Mr. O'Brien's letter was referred to General Counsel to take up further with Mr. O'Brien.

The President presented a letter dated Jan. 14th, from Mr. Dennis F. O'Brien relative to production of the photoplay "ROMANCE". On motion of Mr. Burkan, seconded by Mr. Banzhaf, the following resolution was adopted:

WHEREAS, Mr. D. W. Griffith stated that he had negotiated with Miss Doris Keane for the motion picture rights of the dramatic composition known as "ROMANCE", and the services of Miss Keane and also the services of her husband, Mr. Basil Sidney in the production of such motion picture, and that he had come to an understanding with Mr. W. G. McAdoo, Mr. Douglas Fairbanks, Mr. Charles Chaplin and Miss Mary Pickford by which they were to become associated with him in the joint venture of the production and marketing of said motion picture; and that he was willing to enter into an agreement with the United Artists Corporation to market and turn to account the motion picture that they produce pursuant to the same terms and conditions as said corporation is marketing and turning to account the individual pictures of Mr. Fairbanks, Mr. Chaplin, Mr. Griffith and Miss Pickford, with the exception that in the United States the producers are to receive 75% and the corporation

25% of the gross returns, and in Canada the producers are to receive 65% and the corporation 35% of the gross returns; providing that the corporation would advance to those engaged in the production of said motion picture the full amount so required, or not to exceed $350,000; that each of the aforesaid persons, to-wit: Mr. Mcadoo, Mr. Fairbanks, Mr. Chaplin, Mr. Griffith and Miss Pickford should give his or her demand note to said Corporation evidencing the promise to pay one-fifth (1/5) of the said amount, and that the corporation may use said notes as collateral in the borrowing of any moneys, that the corporation may decide to borrow relative to the amounts of money to be loaned to the individuals above mentioned. The aforesaid moneys to be paid by the Corporation to Mr. Griffith when he may need the same to defray disbursements incidental to the aforesaid joint venture, and to be accounted for weekly or monthly, as the same may suit the convenience of Mr. Griffith, by itemized statements showing such disbursements. Mr. Griffith further explained the profits from the production of this motion picture are to be divided into six parts, two-sixth to Mr. Griffith, and one sixth to each of the persons associated with him in the joint venture.

RESOLVED: That the above proposal of Mr. Griffith be accepted, and that the attorneys for the corporation should confer with the representatives of the aforesaid individuals and have executed a contract in keeping with such resolution.

RESOLVED FURTHER: That the President and Treasurer be, and they are hereby authorized to negotiate a loan with the Central Union Trust Company of New York, in which the corporation deposits moneys, to borrow as much money as may be required to defray the cost of the production of the said motion picture, remittance not to exceed $350,000.

The President explained to the Board that he had conferred with Mr. Banzhaf, and it developed that at least $100,000 should be made immediately available ($50,000 to be repaid to the United Artists Corporation for its advance to Mr. Griffith in November to make the initial payment to Miss Keane), $25,000 for current expenses as the production of the motion picture had been started, and $25,000 available for payment on short notice to Miss Keane as the second payment; and that further payments would be required at the rate of at least $15,000 a week. It later developed that the weekly payments should be raised to at least $25,000. He stated that he had figured the

interest charges on borrowing a lump sum, as against borrowing from time to time, as needed, and after conference with the bank officials, had negotiated on a demand note signed by the President and Treasurer, a loan for $300,000 at 5½% whereas consecutive loans of small amounts would have been at a rate of 6%. His calculations indicated that taking into consideration as many known factors as were available, and approximating the unknown ones, the $300,000 at 5½% showed a slightly more favorable interest charge than the other plan.

The President advised the Board that the five promissory notes of $70,000 each, signed by the persons producing the photoplay will not be negotiated, but he arranged that they be retained as security for the advance, in the safe deposit vault of United Artists Corporation. The notes will be returned to the makers when the receipts from the rentals aggregate the amount advanced.

On motion of Mr. Burkan, seconded by Mr. Banzhaf, it was

RESOLVED: That the action of the President in borrowing $300,000 at 5½% to provide funds toward the production of the photoplay "ROMANCE" is approved.

The meeting then adjourned.

Secretary.

MINUTES OF REGULAR MEETING OF BOARD OF DIRECTORS OF UNITED ARTISTS CORPORATION HELD FEBRUARY 17, 1920.

Regular meeting of the Board of Directors of United Artists Corporation was held in the office of the President of the Corporation on the 9th floor of 729 Seventh Ave., in the city of New York, N. Y., at 4:00 o'clock p. m., Tuesday, Feb. 17th, 1920.

PRESENT: Messrs. Albert H. T. Banzhaf, Nathan Burkan and Oscar A. Price.

IN ATTENDANCE: Mr. L. R. Hoover.

Mr. Price called the meeting to order and acted as Chairman thereof. Mr. G. B. Clifton, secretary of the corporation, acted as secretary of the meeting.

On motion of Mr. Burkan, seconded by Mr. Banzhaf and unanimously carried, it was

> RESOLVED: That the officers of this corporation be and they are hereby authorized to execute proxy appointing Edward F. Dunne, Oscar A. Price and G. B. Clifton, or either of them, as this corporation's attorney to vote the stock of the United Artists Corporation of Illinois owned by this corporation at the annual meeting to be held March 1, 1920, at Chicago, Illinois, or at any adjournment thereof, for the purpose of electing directors and for the transaction of such other business as may be brought before the meeting.

On motion of Mr. Burkan, seconded by Mr. Banzhaf, and unanimously carried, it was

> RESOLVED: That the officers of this corporation be and they are hereby authorized to execute proxy to vote the stock of United Artists Corporation Limited, owned by this corporation, at the annual meeting to be held on March 8th, 1920, at Toronto, Canada, or at any adjournment thereof, for the purpose of electing directors and for the transaction of such other business as may be brought before the meeting.

On motion of Mr. Banzhaf, seconded by Mr. Burkan and unanimously carried, the meeting was adjourned until 4:00 o'clock p. m., March 4th, 1920.

Secretary.

MINUTES OF REGULAR MEETING OF BOARD OF DIRECTORS OF UNITED ARTISTS CORPORATION HELD MARCH 4, 1920.

Continuation of regular meeting of the Board of Directors of United Artists Corporation adjourned from Feb. 17th, 1920, was held at 4:00 o'clock p. m., Thursday, March 4th, 1920, in the office of the President of the Corporation, on the 9th floor of 729 Seventh Avenue, in the city of New York, N. Y.

PRESENT: Messrs. Albert H. T. Banzhaf, Nathan Burkan and Oscar A. Price.

IN ATTENDANCE: Mr. L. R. Hoover.

Mr. Price called the meeting to order and acted as Chairman thereof. Mr. G. B. Clifton, secretary of the corporation, acted as secretary of the meeting.

On motion duly made, seconded and unanimously carried, the meeting was adjourned until 4:00 o'clock p. m., Thursday, March 11th, 1920.

Secretary.

MINUTES OF REGULAR MEETING OF BOARD OF DIRECTORS OF UNITED ARTISTS CORPORATION HELD March 11, 1920.

Regular meeting of the Board of Directors of United Artists Corporation adjourned from Tuesday, Feb. 17th, 1920, and again adjourned from Thursday, March 4, 1920, was held at 4:15 o'clock p. m., Thursday, March 11, 1920.

PRESENT: Messrs. Albert H. T. Banzhaf, Nathan Burkan, Dennis F. O'Brien and Oscar A. Price.

IN ATTENDANCE: Mr. L. R. Hoover.

Mr. Price called the meeting to order and acted as Chairman thereof. Mr. G. B. Clifton, secretary of the Corporation, acted as secretary of the meeting.

The minutes of the meetings held Jan. 20th, Feb. 17th and March 4th were read, and upon motion duly made, seconded and unanimously carried, were approved.

The question of compensation for the year for Governor Edward P. Dunne, as Counsel for the Illinois Corporation at Chicago, was discussed, and on motion of Mr. Burkan, seconded by Mr. Banzhaf, it was determined that Mr. O'Brien discuss this matter with Governor Dunne who is expected in New York next week, and arrange a proper fee and report same to the Board.

Mr. Hoover called attention to the status of the following contracts:

(a) Contract between the Delaware Corporation and Illinois Corporation with respect to the Illinois Corporation leasing and distributing photoplays handled by the Delaware Corporation.

(b) Romance contract.

(c) Contract for "When the Clouds Roll By" for Canadian leasing and distributing.

(d) "Broken Blossoms" contract for Canadian leasing and distributing.

Contract between United Artists Corporation and Mack Sennett Comedies Corporation was submitted and read by the Directors. On motion of Mr. O'Brien, seconded by Mr. Banzhaf and unanimously carried, the execution of this contract by the Corporate Officers was approved.

Mr. O'Brien submitted a telegram addressed to Mr. Abrams by Mrs. Pickford requesting further payments to Miss Mary Pickford, a/c "Pollyanna". On motion of Mr. Burkan, seconded by Mr. Banzhaf and unanimously carried, it was

> RESOLVED, That the President and the Treasurer be and they are hereby authorized to pay to Miss Mary Pickford 80% of the moneys which have been collected as rentals a/c photoplay "Pollyanna" which have not heretofore been paid to her. Said payments to be made within taree weeks after the week in which collections were made.

Mr. Hoover raised the question that where the Corporation leases a theatre, a determination should be arrived at as to how much of the expense incurred is to be deducted before the 20%-80% division between the corporation and the artists is made. He referred specifically to a contract which Mr. Abrams had asked him to prepare between the Corporation and certain persons in Philadelphia who would procure theatre attendants, handle local publicity, etc., in return for which they were to receive a percentage of the gross receipts. Mr. Hoover did not have a copy of the contract with him, and after discussion, it was determined that Mr. Burkan and Mr. O'Brien should discuss the matter with Mr. Abrams before definite action is taken.

Mr. Banzhaf stated that Mr. Griffith desired that the photoplay "Broken Blossoms" be regarded as the first photoplay which he is to deliver under the terms of the contract between the Corporation and D. W. Griffith

dated February 5, 1919. On motion of Mr. Burkan, seconded by Mr. O'Brien and unanimously carried, it was

RESOLVED: That the photoplay "Broken Blossoms" be regarded as the first photoplay which Mr. D. W. Griffith is to deliver to United Artists Corporation under the terms of the contract between him and United Artists Corporation dated Feb. 5, 1919.

RESOLVED FURTHER: That Mr. Dennis F. O'Brien is authorized to deliver to Mr. Griffith a certificate of Common Stock of this Corporation for 111 shares in accordance with the terms of the Escrow Agreement dated Aug. 5, 1919.

The President read a letter from Mr. Hoover with regard to difficulties encountered by the corporation in copyrighting the photoplays of the artists in Canada. After discussion, it was decided that Mr. Banzhaf look into the matter and report to the Board.

The contract with Mr. Abrams was discussed and action thereon was deferred until the next meeting of the Board.

The President brought to the attention of the Board the re-employment of General Counsel for the calendar year. It was the opinion of the Board that this was a matter which the shareholders should determine. Mr. O'Brien stated that it was his understanding that the shareholders would take this matter up direct with Mr. McAdoo.

The President renewed his recommendation made in October to the Board that the head of the Accounting Department report direct to the Board of Directors. He reviewed briefly the handling of the accounting matters, and submitted three balance sheets dated Dec. 31st, 1919 which had been officially distributed, and called attention to inaccuracies therein. On motion of Mr. O'Brien, seconded by Mr. Burkan and unanimously carried, it was

RESOLVED, That the President be and he hereby is authorized to employ a Certified Public Accountant to audit the books of the Corporation under the control of the Treasurer and the Comptroller, and furnish the Board with a report of the true status of the Corporation's affairs.

The President stated that in view of the inaccuracies in the Balance Sheet, he could not make oath to the correctness of the figures in filing the Federal Income Tax Return. It was the opinion of the Board that a tentative retur should be filed on March 15th, to be supplemented by a true return after the audit of the books is complete.

The meeting then adjourned.

Secretary.

MINUTES OF REGULAR MEETING OF BOARD OF DIRECTORS OF UNITED ARTISTS CORPORATION HELD MARCH 16th, 1920.

Regular meeting of Board of Directors of United Artists Corporation was held in the office of the President of the Corporation on the 9th floor of 729 Seventh Avenue, New York, N. Y., at 4:10 o'clock p. m., Tuesday, March 16, 1920.

PRESENT: Messrs. Albert H. T. Banchaf, Nathan Burkan, Dennis F. O'Brien and Oscar A. Price.

In attendance: Mr. L. R. Hoover.

Mr. Price called the meeting to order and acted as Chairman thereof. Mr. G. B. Clifton, secretary of the corporation, acted as secretary of the meeting.

The minutes of the meeting of the Board held March 11th were read, and on motion duly made, seconded and unanimously carried, were approved.

The President requested confirmation by the Board for lease signed by the corporate officers, covering the rental of the Metropolitan Opera House at Philadelphia, for a term; and on motion of Mr. O'Brien, seconded by Mr. Burkan and unanimously carried, the action of the corporate officers in signing the lease was approved.

Mr. O'Brien explained the necessity for the agreement entered into by the General Manager on behalf of the Corporation, with certain persons at Philadelphia whereby the corporation is to pay to them 20% of the gross receipts in exchange for their service in procuring theatre attendants, handling local publicity and otherwise assisting in the operation of the theatre. On motion by Mr. Burkan, seconded by Mr. O'Brien, this agreement was approved.

The President submitted copy of lease signed by the corporate officers, covering the leasing of Orchestral auditorium at Minneapolis. On motion of Mr. Burkan, seconded by Mr. O'Brien and unanimously carried, the action of the corporate officers in signing this lease was approved.

The President submitted the terms of the lease which had been signed by the corporate officers covering the leasing of office space for the San Francisco Exchange. On motion by Mr. O'Brien, seconded by Mr. Banzhaf and unanimously carried, this lease was approved.

The President advised the Board that at the request of Mr. John Fairbanks, he had advanced to Douglas Fairbanks, $50,000 to apply on rentals to be paid account photoplay "Mollycoddle"; and had also advanced to Douglas Fairbanks $50,000 to be applied on rentals to be paid account photoplay "When the Clouds Roll By". On motion of Mr. Burkan, seconded by Mr. Banzhaf and unanimously carried, his actions were approved.

The President requested confirmation of verbal approval of the corporate officers in endorsing note of Mr. D. W. Griffith for $175,000 and advancing him that amount with which to purchase photoplay rights for "Way Down East" to be produced for distribution by United Artists Corporation. On motion by Mr. Burkan, seconded by Mr. Banzhaf and unanimously carried, the action of the corporate officers was approved.

The President submitted a letter addressed to Mr. Abrams by Mr. Morris Wolf in Philadelphia, requesting that United Artists Corporation contribute $500 towards the purchase of the premises at 1025 Cherry Street, Philadelphia, Pa., now occupied by the Pennsylvania State Board of Censors. Mr. Banzhaf explained the necessity for action, and on his motion, seconded by Mr. Burkan and unanimously carried, it was

RESOLVED: That the President be and he hereby is authorized to pay the sum of $500 to Morris Wolf as a contribution toward the purchase of premises at 1025 Cherry Street, Philadelphia, Pa., now occupied by the Pennsylvania State Board of Censors - in return for which United Artists Corporation is to receive a Declaration of Trust indicating its interest in the property.

The meeting then adjourned.

Secretary.

UNITED ARTISTS CORPORATION

- - -

The Annual Meeting of the Shareholders of United Artists Corporation was held at its principal office, #7 West Tenth Street, Wilmington, Delaware, at 3:00 o'clock p. m., Monday, April 5th, 1920, pursuant to notice issued by the Secretary, under date of March 12, 1920, a copy of which, together with certificate of mailing, is attached hereto.

AFFIDAVIT OF MAILING

NOTICE OF ANNUAL MEETING.

STATE OF NEW YORK :
: ss:
COUNTY OF NEW YORK :

GEORGE B. CLIFTON, being duly sworn, says that he is the Secretary of United Artists Corporation; that on the 12th day of March, 1920, he deposited in the Post Office Station G, at the City of New York, a copy of the annexed notice to stockholders of United Artists Corporation, contained in a duly postpaid wrapper, directed to each stockholder of record of said company at his last known Post Office address as the same appears on the records of the company.

George B. Clifton

Subscribed and sworn to
before me this 12th
day of March, 1920.

COMMISSIONER OF DEEDS
For the City of New York
Residing in Kings County
Certificate filed in N. Y. County
County Clerk's No. 512
Register, N. Y. County No. 20192
Commission expires Sept. 24 1920

NOTICE OF ANNUAL MEETING OF UNITED ARTISTS CORPORATION

NOTICE IS HEREBY GIVEN that the annual meeting of the stockholders of UNITED ARTISTS CORPORATION will be held at the office of the Company at No. 7 West 10th Street, Wilmington, Delaware, on the 5th day of April, 1920, at 3 o'clock in the afternoon, for the purpose of electing directors and officers, and for the transaction of such other business as may be brought before the meeting.

New York, N. Y., March 12, 1920.

Secretary.

# PROXY

KNOW ALL MEN BY THESE PRESENTS, that I the undersigned do hereby constitute and appoint _____ my attorney and agent for me and in my name, place and stead to vote as my proxy at the annual meeting of the stockholders of UNITED ARTISTS CORPORATION to be held at No. 7 West 10th Street, Wilmington, Delaware, on the 5th day of April, 1920, at 3 o'clock in the afternoon, or any adjournment thereof, for the election of directors and officers, and to act upon any matter that may come before the said annual meeting, or any adjournment thereof, according to the number of votes I should be entitled to vote if then personally present at the said meeting.

IN WITNESS WHEREOF I have hereunto set my hand and seal this _____ day of _____ 1920.

_____ (SEAL)

WITNESS:

On motion of Mr. Banzhaf, seconded by Mr. O'Brien and carried, Oscar A. Price was chosen as Chairman, and C. B. Clifton as Secretary of the meeting.

T. L. Croteau and C. L. Rimlinger were appointed Inspectors, whereupon they examined the stock-ledger and proxies and reported the following Shareholders represented:

United Artists Corporation

**Company.**

**ORGANIZED**
**UNDER THE LAWS OF**

Delaware

# Alphabetical List of Stockholders,

**AT CLOSING OF BOOKS ON THE** 16th **DAY OF** March **19**20

| NAME | RESIDENCE | SHARES COMMON | SHARES PREFERRED |
|---|---|---|---|
| Charles Chaplin | Los Angeles Calif | 1000 | 300 |
| Douglas Fairbanks | Los Angeles Calif | 1000 | 300 |
| David W. Griffith | 720 Longacre Building New York N.Y. | 1000 | 300 |
| Gladys Mary Moore | Los Angeles Calif | 1000 | 300 |
| William G McAdoo | 120 Broadway New York N.Y. | 1000 | |
| | | 5000 | 1200 |

Carried Forward.

COMPANY.

ORGANIZED

UNDER THE LAWS OF

# Alphabetical List of Stockholders.

## The Corporation Trust Company.

SYSTEM


37 WALL STREET, NEW YORK

OLIVER BUILDING, PITTSBURGH — 112 WEST ADAMS STREET, CHICAGO

311 ST. JOHN STREET, PORTLAND, ME. — 10 EXCHANGE PLACE, JERSEY CITY

LAND TITLE BUILDING, PHILADELPHIA — FEDERAL RESERVE BANK BLDG., ST. LOUIS

COLORADO BUILDING, WASHINGTON, D. C.

123 STATE STREET, ALBANY, N. Y.

CORPORATION REGISTRATION COMPANY — THE CORPORATION TRUST COMPANY OF NEW JERSEY

EXCHANGE BUILDING, BOSTON — 320 MARKET STREET, CAMDEN, N. J.

CORPORATION TRUST COMPANY OF AMERICA

402 DU POST BLDG., WILMINGTON, DEL.


1-1917 20,000 Sets.

# PROXY

KNOW ALL MEN BY THESE PRESENTS, that I the undersigned do hereby constitute and appoint Dennis F. O'Brien my attorney and agent for me and in my name, place and stead to vote as my proxy at the annual meeting of the stockholders of UNITED ARTISTS CORPORATION to be held at No. 7 West 10th Street, Wilmington, Delaware, on the 5th day of April, 1930, at 3 o'clock in the afternoon, or any adjournment thereof, for the election of directors and officers, and to act upon any matter that may come before the said annual meeting, or any adjournment thereof, according to the number of votes I should be entitled to vote if then personally present at the said meeting.

IN WITNESS WHEREOF I have hereunto set my hand and seal this 18th day of March 1930.

Douglas Fairbanks (Seal)

[redacted]

Witness:

John Fairbanks

# PROXY

KNOW ALL MEN BY THESE PRESENTS, that I the undersigned do hereby constitute and appoint Walter Ruggles my attorney and agent for me and in my name, place and stead to vote as my proxy at the annual meeting of the stockholders of UNITED ARTISTS CORPORATION to be held at No. 7 West 10th Street, Wilmington, Delaware, on the 5th day of April, 1930, at 3 o'clock in the afternoon, or any adjournment thereof, for the election of directors and officers, and to act upon any matter that may come before the said annual meeting, or any adjournment thereof, according to the number of votes I should be entitled to vote if then personally present at the said meeting.

IN WITNESS WHEREOF I have hereunto set my hand and seal this 18 day of March 1930.

Mary Pickford (Seal)

Witness: Alfred Reeves.

PROXY

KNOW ALL MEN BY THESE PRESENTS, that I the undersigned do hereby constitute and appoint Orea A. Poree my attorney and agent for me and in my name, place and stead to vote as my proxy at the annual meeting of the stockholders of UNITED ARTISTS CORPORATION to be held at No. 7 West 10th Street, Wilmington, Delaware, on the 5th day of April, 1920, at 3 o'clock in the afternoon, or any adjournment thereof, for the election of directors and officers, and to act upon any matter that may come before the said annual meeting, or any adjournment thereof, according to the number of votes I should be entitled to vote if then personally present at the said meeting.

IN WITNESS WHEREOF I have hereunto set my hand and seal this 15th day of March 1920.

Mary Pickford (Seal)

Witness:

E. M. VanCleenburgh

667.—Proxy.

Polhemus Printing Company, Printers and Mf'g Stationers,
121 Fulton St., New York.

# Know all Men by these Presents.

That I, DAVID W. GRIFFITH, of the CITY, COUNTY, and STATE OF NEW YORK

do hereby constitute and appoint ALBERT H. T. BANZHAF

Attorney and Agent for me and in my name, place and stead, to vote as my proxy at any election

held by the stockholders of the UNITED ARTISTS CORPORATION.

ding to the number of votes I should be entitled to cast if then personally present.

In Witness Whereof, I have hereunto set my hand and seal this 5th day

April one thousand nine hundred twenty

ed in the presence of

D W Griffith (L.S.)

# PROXY

KNOW ALL MEN BY THESE PRESENTS, that I the undersigned do hereby constitute and appoint Bruce F. O'Brien my attorney and agent for me and in my name, place and stead to vote as my proxy at the annual meeting of the stockholders of UNITED ARTISTS CORPORATION to be held at No. 7 West 10th Street, Wilmington, Delaware, on the 5th day of April, 1920, at 3 o'clock in the afternoon, or any adjournment thereof, for the election of directors and officers, and to act upon any matter that may come before the said annual meeting, or any adjournment thereof, according to the number of votes I should be entitled to vote if then personally present at the said meeting.

IN WITNESS WHEREOF I have hereunto set my hand and seal this 18th day of March 1920.

Gladys Mary Moore
Pickford
Mary Pickford (seal)

Witness: F. E. Benson

and that these proxies represented all of the shares of the common stock of the corporation that have been issued, and that the common stock of the corporation is the only class of stock outstanding entitled to vote.

On motion of Mr. O'Brien, seconded by Mr. Burkan and unanimously carried, the minutes of the meetings of the Shareholders held April 24th, 1919 and September 9th, 1919, were approved.

The President stated to the Shareholders that because of the condition of the accounts, he was unable to present an Annual Report, but that a firm of public accountants was now auditing the books, at the direction of the Board of Directors, and that as soon as this was completed, he would submit an Annual Report to the Board of Directors.

The President then submitted the Treasurer's Report of Cash Receipts and Disbursements for the calendar year 1919.

United Artists Corporation
729 Seventh Avenue
New York.
BRYANT 1774

Jan. 20, 1920.

Dear Sir:-

Referring to the reports of cash receipts and disbursements for United Artists Corporation, United Artists Corporation Limited, and United Artists Corporation of Illinois - for your convenience, I have consolidated the figures, and give same below:

R E C E I P T S

| | | |
|---|---|---|
| Preferred Stock Subscriptions Receipts | | $130,000.00 |
| Rental Receipts | $ | |
| His Majesty, the American | 486,819.30 | |
| Broken Blossoms | 484,587.25 | |
| When the Clouds Roll By | 270,119.25 | |
| Pollyanna | 197,340.00 | |
| Total Rental Receipts | | $1,438,865.80 |
| War Tax Receipts | | |
| His Majesty, the American | 23,066.28 | |
| Broken Blossoms | 22,408.82 | |
| When the Clouds Roll By | 12,471.63 | |
| Pollyanna | 9,932.25 | |
| Total War Tax Receipts | | 67,878.98 |
| Accessories Sales Receipts | | |
| His Majesty, the American | 14,422.59 | |
| Broken Blossoms | 9,737.49 | |
| When the Clouds Roll By | 2,075.96 | |
| Pollyanna | 4.15 | |
| Total Accessories Receipts | | 26,241.19 |
| Interest on Daily Bank Balances | 2,019.93 | |
| Bills Payable (Discounted Notes) | 250,000.00 | |
| Overpayments | 565.47 | |
| Redeemed checks | 9,902.12 | |
| " Protest Fees | 86.89 | |
| Vouchers returned & cancelled | 1,075.00 | |
| Sundry Sources | 3,853.87 | |
| Capital Stock Receipts | 5,000.00 | |
| Bank Collections & Exchange | 1.00 | 272,444.28 |
| GRAND TOTAL | | $1,925,430.25 |

D I S B U R S E M E N T S

| | | |
|---|---|---|
| Vouchers Payable | 146,492.27 | |
| Returned checks - bad or defective | 16,504.56 | |
| Protest Fees | 75.34 | |
| Bank Collections & Exchange | 33.37 | |
| Prematurely deposited and withdrawn | 951.25 | |
| Transferred to U. A. C. of Illinois | 107.35 | |
| Allowances | 1,053.50 | |
| Sundry Items | 52.43 | |
| GRAND TOTAL | | 1,568,269.61 |
| CASH BALANCE 12/31/19 | | 356,160.64 |

Respectfully,

Treasurer.

Mr. Oscar A. Price, Pres.,
United Artists Corporation,
New York, N. Y.

United Artists Corporation
729 Seventh Avenue
New York

OFFICE OF THE PRESIDENT

Jan. 20, 1920.

Dear Sir:-

I submit below report of cash receipts and disbursements for the calendar year 1919 of United Artists Corporation (Delaware):

R E C E I P T S

| | | |
|---|---|---|
| Preferred Stock Subscriptions Receipts | | $120,000.00 |
| RENTAL RECEIPTS | | |
| His Majesty, the American | $463,299.30 | |
| Broken Blossoms | 454,711.50 | |
| When the Clouds Roll By | 262,769.25 | |
| Pollyanna | 191,840.00 | |
| Total Rental Receipts | | 1,372,620.05 |
| War Tax Receipts | | |
| His Majesty, the American | 23,066.28 | |
| Broken Blossoms | 22,408.82 | |
| When the Clouds Roll By | 12,471.63 | |
| Pollyanna | 9,932.25 | |
| Total War Tax Receipts | | 67,878.98 |
| Accessories Sales Receipts | | |
| His Majesty, the American | 11,014.47 | |
| Broken Blossoms | 6,940.63 | |
| When the Clouds Roll By | 1,466.33 | |
| Pollyanna | 2.50 | |
| Total Accessories Receipts | | 19,423.93 |
| Interest on daily bank balances | 1,876.68 | |
| Bills Payable (Discounted Notes) | 250,000.00 | |
| Overpayments | 515.47 | |
| Redeemed Checks | 9,602.12 | |
| " Protest Fees | 24.78 | |
| Vouchers Returned & Cancelled | 1,075.00 | |
| Sundry Sources | 3,105.43 | |
| | | 266,199.48 |
| GRAND TOTAL | | $1,846,122.44 |

D I S B U R S E M E N T S

| | | |
|---|---|---|
| Vouchers Payable | 1,629,460.84 | |
| Returned checks - Bad or Defective | 14,966.98 | |
| Protest Fees | 62.90 | |
| Bank Collections & Exchange | 16.00 | |
| Prematurely deposited & withdrawn | 951.25 | |
| Transferred to U.A.C. of Illinois | 107.85 | |
| Sundry Item | 1,053.01 | |
| | | 1,645,618.77 |
| CASH BALANCE 12/31/19 | | $200,503.67 |

This amount was on deposit in the following banks:

| | | | |
|---|---|---|---|
| Atlanta | : | Truet Company of Georgia | $ 1,747.57 |
| Boston | : | International Truet Company | 1,843.40 |
| Cleveland | : | Cleveland Truet Company | 1,253.36 |
| Chicago | : | Century Trust & Savings Bank | 272.03 |
| Dallas | : | American Exchange National Bank | 2,057.72 |
| Denver | : | American Bank & Truet Company | 784.16 |
| Los Angeles | : | Merchants National Bank | 822.31 |
| Minneapolis | : | Northwestern National Bank | 989.39 |
| New York | : | Central Union Trust Company of NY (42dSt.Br.) | 2,889.15 |
| Philadelphia | : | Girard National Bank | 1,229.93 |
| Pittsburgh | : | Mellon National Bank | 1,880.13 |
| San Francisco | : | Union Trust Company | 855.17 |
| Seattle | : | Seattle National Bank | 1,572.83 |
| Washington | : | Franklin National Bank | 569.70 |
| | | Central Union Trust Co. of NY(80-Broadway) | 181,526.82 |
| T O T A L | | | $200,503.67 |

At the close of business Dec. 31st, 1919, there was on hand to be deposited after the first of the year, post-dated checks aggregating $~~23~~,851.50. There were, also, on deposit for collection, two promissory notes totaling $13,562.50.

Respectfully,

Treasurer.

Mr. Oscar A. Price, President,
United Artists Corporation,
New York, N. Y.

United Artists Corporation
LIMITED
729 Seventh Avenue
New York

BRYANT 1774

Jan. 20, 1920.

Dear Sir:-

I submit below report of cash receipts and disbursements for the calendar year 1919 of United Artists Corporation Limited:

RECEIPTS

| | | |
|---|---|---|
| Rental Receipts | | |
| His Majesty, the American | $23,520.00 | |
| Broken Blossoms | 29,875.75 | |
| When the Clouds Roll By | 7,350.00 | |
| Pollyanna | 5,500.00 | |
| Total Rental Receipts | | $66,245.75 |
| Accessories Sales Receipts | | |
| His Majesty, the American | 622.43 | |
| Broken Blossoms | 705.71 | |
| When the Clouds Roll By | 15.57 | |
| Total Accessories Receipts | | 1,343.71 |
| Interest on Daily Bank Balances | 108.95 | |
| Overpayments | 80.00 | |
| Redeemed checks | 300.00 | |
| " Protest Fees | 2.12 | |
| Sundry Sources | 55.59 | |
| Bank Collections & Exchange | 1.00 | |
| | 517.65 | |
| GRAND TOTAL | | $68,107.11 |

DISBURSEMENTS

| | | |
|---|---|---|
| Vouchers Payable | 18,031.37 | |
| Returned checks - Bad or defective | 1,387.64 | |
| Protest Fees | 12.44 | |
| Bank Collections & Exchange | 9.82 | |
| Sundry Items | 52.02 | |
| GRAND TOTAL | | 19,643.29 |
| CASH BALANCE 12/31/19 | | 48,463.82 |

This amount was on deposit in the Dominion Bank of Toronto, Canada.

Respectfully,

Treasurer.

Mr. Oscar A. Price, President,
United Artists Corporation, Limited,
New York, N. Y.

United Artists Corporation
OF ILLINOIS
729 Seventh Avenue
BRYANT 1774
New York

Dear Sir:-

I submit below report of cash receipts and disbursements for the calendar year 1919 of United Artists Corporation of Illinois:

RECEIPTS

| | | |
|---|---|---|
| Accessories Sales Receipts | | |
| His Majesty, the American | $2,785.69 | |
| Broken Blossoms | 2,091.15 | |
| When the Clouds Roll By | 595.06 | |
| Pollyanna | 1.65 | |
| Total Accessories Receipts | | $ 5,473.55 |
| Interest on Daily Bank Balances | 34.30 | |
| Sundry Sources | 692.85 | |
| Capital Stock Receipts | 5,000.00 | |
| | | 5,727.15 |
| GRAND TOTAL | | $11,200.70 |

DISBURSEMENTS

| | | |
|---|---|---|
| Bank Collections & Exchange | 7.45 | |
| Sundry Items | .10 | |
| GRAND TOTAL | 7.55 | 7.55 |
| CASH BALANCE 12/31/19 | | $11,193.15 |

This amount was on deposit in the following banks:

| | |
|---|---|
| Chicago: Fort Dearborn National Bank | $8,510.93 |
| Detroit: First and Old Detroit National Bank | 825.32 |
| Kansas City: Commerce Trust Company | 1,856.90 |
| Total | 11,193.15 |

Respectfully,

Treasurer.

Mr. Oscar A. Price, President,
United Artists Corporation of Illinois,
New York, N. Y.

On motion of Mr. Burkan, seconded by Mr. O'Brien and unanimously carried, it was

RESOLVED: THAT all future Shareholders' Meetings (unless otherwise ordered by the Board of Directors) be held at the executive offices of the corporation at 729 Seventh Avenue, New York, N. Y.

On motion of Mr. O'Brien, seconded by Mr. Burkan and unanimously carried, it was

RESOLVED: THAT the election of officers be postponed until the next regular meeting of the Board of Directors, which is to be held at 729 Seventh Avenue, New York, N. Y. at 4:00 o'clock p. m., Tuesday, April 20th, 1920.

T. L. Croteau and C. L. Rimlinger were appointed Inspectors of Election, and thereupon subscribed and swore to the oath next attached to this page.

UNITED ARTISTS CORPORATION

----0----

REGISTERED
with
CORPORATION TRUST COMPANY OF AMERICA,
Wilmington, Delaware.

----0----

INSPECTORS' OATH AND REPORT.

----0----

STATE OF DELAWARE }
COUNTY OF New Castle } SS.

T. L. Croteau and C. L. Rimlinger being sworn upon their respective oaths, do severally promise and swear that they will faithfully, honestly and impartially perform the duties of inspectors of election, and will to the best of their skill and ability conduct the election to be held this day for directors of the above named corporation, and a true report make of the same.

Subscribed and sworn to before me this 5th day of April, 1920.

T. L. Croteau

C. L. Rimlinger

Hubert E. Latta

Notary Public

Mrs. Charlotte Pickford and Messrs. Dennis F. O'Brien, Nathan Burkan, Albert H. T. Banker and Oscar A. Price were nominated for Directors of the corporation, to hold office until their respective successors are elected and qualified. No other nominations having been made, the polls were duly opened, and all the stockholders having voted by ballot, the Chairman declared the polls closed. Thereupon the Inspectors canvassed the votes cast, and made and presented the following certificate showing the result of the election:

WE, THE SUBSCRIBERS, INSPECTORS OF ELECTION appointed by the stockholders of the above named corporation at their meeting held this day, do report that, having taken an oath impartially to conduct the election, we did receive the votes of the stockholders by ballot.

We report that 5,000 votes were cast, and that the following persons received the number of votes set opposite their respective names, to wit:

| For directors. | Number of votes. |
|---|---|
| Albert H. T. Banzhaf | 5,000 |
| Charlotte Pickford | 5,000 |
| Dennis F. O'Brien | 5,000 |
| Oscar A. Price | 5,000 |
| Nathan Burkan | 5,000 |

All of which is respectfully submitted this 5th day of April, 1920. at Wilmington, Delaware

W. L. Potter

C. L. Rimlinger

Inspectors.

BALLOT OF STOCKHOLDERS

ELECTION OF DIRECTORS AND OFFICERS.

For Directors of United Artists Corporation

1. Albert W. Banghof 2,100 shares
2. _____ _____ shares
3. _____ _____ shares
4. _____ _____ shares
5. _____ _____ shares

For Officers of United Artists Corporation

President: _____ _____ shares
Treasurer: _____ _____ shares
Secretary: _____ _____ shares.

Albert W. Banghof
Proxy for D. W. Griffith

BALLOT OF STOCKHOLDERS

ELECTION OF DIRECTORS AND OFFICERS.

For Directors of United Artists Corporation.

1. Nathan Burkan 5000 shares

2. _____ _____ shares

3. _____ _____ shares

4. _____ _____ shares

5. _____ _____ shares

For Officers of United Artists Corporation

President: _____ _____ shares

Treasurer: _____ _____ shares

Secretary: _____ _____ shares.

Nathan Burkan

Proxy for Charles Chaplin

BALLOT OF STOCKHOLDERS

ELECTION OF DIRECTORS AND OFFICERS.

For Directors of United Artists Corporation

1. Oscar Price 5000 shares

2. _____ _____ shares

3. _____ _____ shares

4. _____ _____ shares

5. _____ _____ shares

For Officers of United Artists Corporation

President: _____ _____ shares

Treasurer: _____ _____ shares

Secretary: _____ _____ shares.

Oscar Price

Proxy for Lolo McAdoo

April 5th 1920

BALLOT OF STOCKHOLDERS

ELECTION OF DIRECTORS AND OFFICERS.

For Directors of United Artists Corporation

1. Charlotte Pickford 5'000 shares
2. Dennis O'Brien 5'000 shares
3. _____ _____ shares
4. _____ _____ shares
5. _____ _____ shares

For Officers of United Artists Corporation

President: _____ _____ shares
Treasurer: _____ _____ shares
Secretary: _____ _____ shares.

Dennis O'Brien

Proxy for Gladys Mary Fairbanks
Charlotte Mary Pickford
and Douglas Fairbanks.

Apr. 6th - 1920

The Chairman thereupon declared that Mrs. Charlotte Pickford, and Messrs. Dennis F. O'Brien, Nathan Burkan, Albert H. T. Sanzhaf and Oscar A. Price duly elected Directors of the corporation, to serve until their respective successors are elected and qualified.

Mr. Price stated that he did not wish his name to be considered for reelection as President, but if the Shareholders desired, he would continue to perform the duties of that office until the audit is complete and his successor is elected.

The President submitted the resignation of Mr. George B. Clifton as Secretary and Treasurer, to be effective May first, 1920, or as soon prior thereto as he can conveniently be relieved.

On motion duly made, seconded and unanimously carried, the meeting thereupon adjourned.

Secretary.

United Artists Corporation
729 Seventh Avenue
New York

OFFICE OF THE PRESIDENT

March 31, 1920.

Dear Mr. Price:-

I hereby tender my resignation as Secretary and Treasurer of United Artists Corporation, effective May 1st, 1920 - or as soon prior to that date as you can find it convenient to relieve me.

My association with you, officially and personally, has been very satisfactory and pleasant; and I want to express in writing my appreciation of the uniform consideration you have shown me.

As you know, I have never been satisfied with the form of organization in effect here, or my relations with it; and as I now have an opportunity to associate myself with another line of business, I feel that it is to my interest to make the change at this time.

Sincerely yours,

D. W. Griffith

Mr. Oscar A. Price, President,
United Artists Corporation,
729- Seventh Ave.,
New York, N. Y.

# United Artists Corporation of Illinois

Suite 720, 112 W. Adams St. — 729 Seventh Avenue
Chicago — New York

March 31, 1920.

Dear Mr. Price:-

I hereby tender my resignation as Secretary and Treasurer of United Artists Corporation of Illinois, effective May 1st, 1920 - or as soon prior to that date as you can find it convenient to relieve me.

I now have an opportunity to associate myself with another line of business, and feel that it is to my interest to make the change at this time.

Sincerely yours,

Mr. Oscar A. Price, President,
United Artists Corporation of Illinois,
729-7th Ave., New York, N. Y.

# United Artists Corporation, Limited

423 Bay Street — Toronto

729 Seventh Avenue — New York

March 31, 1920.

Dear Mr. Price:-

I hereby tender my resignation as Secretary and Treasurer of United Artists Corporation Limited, effective May 1st, 1920 - or as soon prior to that date as you can find it convenient to relieve me.

I now have an opportunity to associate myself with another line of business, and feel that it is to my interest to make the change at this time.

Sincerely yours,

Mr. Oscar A. Price, President,
United Artists Corporation Limited,
729-7th Ave., New York, N. Y.

MINUTES OF SPECIAL MEETING OF BOARD OF
DIRECTORS OF UNITED ARTISTS
CORPORATION HELD
April 9th, 1920.

Special meeting of the Board of Directors of United Artists Corporation was held in the office of the President of the corporation, at 729 Seventh Avenue, in the city of New York, N. Y., pursuant to waiver of notice of meeting signed by all the directors. Such waiver is as follows:

UNITED ARTISTS CORPORATION

- - - - -

Waiver of Notice of Special Meeting of Board of Directors.

We, the undersigned, being all of the Directors of United Artists Corporation, do hereby waive notice of the time, place and purpose of the Special Meeting of the Board of Directors of United Artists Corporation.

We designate the 9th day of April, 1920, at 3:00 o'clock p. m., as the time, and the office of the President of the corporation on the 9th floor of 729 Seventh avenue, in the city of New York, N. Y., as the place of said meeting; the purpose of said meeting being to transact such business as may be necessary with respect to the audit of the corporation's books now under way.

DATED: April 9th, 1920

Oscar A Price
Albert H Banghof
Dennis F O'Brien
Wm. A. Brady
Charlotte Pickford

PRESENT: Messrs. Albert H. Wenzhaf, Nathan Burkan, Dennis F. O'Brien and Oscar A. Price.

IN ATTENDANCE: Mr. L. H. Hoover.

Mr. Price called the meeting to order and acted as Chairman thereof. Mr. G. B. Clifton, Secretary of the corporation, acted as Secretary of the meeting.

The President submitted letter dated April 7th, 1920, from McAdoo, Cotton & Franklin, formally advising the corporation of their retirement as General Counsel, and submitting memorandum of pending legal matters, as well as bill for professional services and disbursements, to date.

On motion of Mr. Burkan, seconded by Mr. O'Brien and unanimously carried, it was

> RESOLVED: That this Board of Directors wishes to express its regret with respect to the retirement of McAdoo, Cotton & Franklin as General Counsel, and to voice its hearty appreciation of the services which they have rendered to the corporation.

On motion of Mr. Burkan, seconded by Mr. O'Brien and carried, it was

> RESOLVED: That the bill of McAdoo, Cotton & Franklin dated April 7th, 1920, for professional services and disbursements be paid.

At the suggestion of Mr. O'Brien, Mr. M. E. Prager of Prager and Fenton, Public Accountants, was called into the meeting. The President submitted a memorandum addressed to him by Mr. Prager requesting the

Board's interpretation of sundry matters affecting the audit of the corporation's books which is now being conducted by Messrs. Prager and Fenton. A thorough discussion was had as to what constitutes "Revenue" and on motion of Mr. O'Brien, seconded by Mr. Burkan and carried, it was

> RESOLVED: That the value of contracts for the leasing of photoplays shall be regarded as revenue as soon as the contracts have been executed.

The basis of settlement with the artists was discussed, and in view of the decision with respect to revenue, on motion of Mr. Burkan, seconded by Mr. Banzhaf and carried, it was

> RESOLVED: That settlement with the artists be on the basis of value of contracts closed, subject to adjustments resulting from necessary cancellations, etc.

The percentage compensation of the President was discussed, and it was brought out that at the time the original resolution of April 24th, 1919 was adopted, it was not contemplated that the corporation would have to incorporate any subsidiary companies. On motion of Mr. O'Brien, seconded by Mr. Banzhaf and carried, it was

> RESOLVED: That the percentage compensation of the President is to be computed on the basis of revenue from all contracts closed for the leasing of photoplays, irrespective of whether the sales be made by the Delaware corporation or any of its subsidiaries.
>
> RESOLVED FURTHER: That the percentage compensation of the General Manager be computed on the same basis.

Mr. Prager's suggestion with respect to setting up on the books the contractual obligations of each company, not only as to outsiders, but as between each, and to the artists was discussed. On motion of Mr. O'Brien, seconded by Mr. Banzhaf and carried, it was

RESOLVED: That the necessity of setting up the contractual obligations either on statements or on the books of the corporation shall be left to the judgment of Messrs. Prager & Fenton who are now auditing the books of the corporation and its subsidiaries.

The status of contracts covering the distribution and settlement affecting "When the Clouds Roll By" in Canada; "Pollyanna" in Canada; "Broken Blossoms" in Canada; the agreement between the Delaware corporation and Illinois corporation outlining the basis of settlement and the contract covering the marketing and distributing of the photoplay "Romance" in the United States was discussed. The Directors stated that these contracts were ready for signature; and copies of the contracts as they will be signed were handed to Mr. Prager with advice that he could proceed in the audit, using the terms of these contracts in the same manner as if the contracts had been actually signed.

On motion of Mr. Burkan, seconded by Mr. Banshaf and carried, it was

RESOLVED: That Mr. Dennis F. O'Brien prepare contracts covering the distribution and settlement affecting the photoplay "Romance" in Canada; "Mollycoddle" in Canada; "Suds" in Canada; and "Down on the Farm" in Canada.

The proposed amendment modifying the original agreement covering the terms of employment and compensation of the General Manager was discussed. Mr. O'Brien explained the position of Miss Pickford, Mr. Fairbanks and Mr. Chaplin, and called attention to the initial acquiescence of Mr. Griffith in the straight 2% of the gross receipts compensation for the General Manager. Mr. Hoover explained Mr. McAdoo's reasons for wishing to adhere to the original agreement. On motion of Mr. Burkan, seconded by

Mr. O'Brien and carried, it was

RESOLVED: That Messrs. Prager and Fenton conclude the audit of the books of the corporation and its subsidiaries and submit two statements to the Board of Directors - one based on the compensation for the General Manager in accordance with the terms of the agreement dated May 7, 1919, and another based on 1½% of the gross receipts from "His Majesty, the American" and 2% of the gross receipts on all other photoplays".

RESOLVED FURTHER: That when such statements are presented to the Board, it will then determine which compensation method is to be followed.

On motion of Mr. Burkan, seconded by Mr. Banzhaf and carried, it was

RESOLVED: That the President and Treasurer be and they are hereby authorized to open bank accounts in behalf of the corporation in the following banks:

| | |
|---|---|
| Fort Dearborn National Bank | Chicago, Ill. |
| First and Old Detroit National Bank | Detroit, Mich. |
| Commerce Trust Company | Kansas City, Mo. |

The meeting then adjourned.

Secretary.

Memorandum to: Mr. Oscar A. Price, President.

From: Mr. Prager.

April 2, 1920.

Re: Audit of Accounts

We have proceeded far enough with our work to realize that there are certain problems which it might be wise to dispose of now, rather than to wait until the completion of our work. This would save considerable time, and expedite the preparation of the final statements, and also the tax return.

1. WHAT IS REVENUE?

Three possible basis might be considered. (a) Value of contracts closed with the exhibitors; (b) Cash actually received from exhibitors; and (c) Rental value of pictures played and earned.

If the last method be adopted, it will be necessary to carry forward as prepaid rentals, the cash received in advance of delivery of the pictures to the exhibitors. On this basis, it is fair and proper that the expenses of the Exchanges incurred in obtaining uncompleted contracts should be carried forward as a deferred expense to be applied against the period receiving the benefit of the income therefrom. The broad, general principle is, that there is no income where performance has not been completed. This problem is important because of the effect upon it of the Revenue Act of 1918. This matter can be discussed with you at your convenience.

2. BASIS OF SETTLEMENT WITH ARTISTS

Contracts which I have seen use the term "Gross Receipts". There probably is no standard definition of this term. In this particular case, it is susceptible to either one of the bases stated under Point No. 1, viz. (a) value of contracts closed; (b) Cash received irrespective of the time when the picture is to be played; and (c) Rental value of pictures played and earned.

If a determination of revenue is to be made upon basis "(c)", then it would seem to me that to be consistent, we had better make settlements with the artists on the same basis. Any excess moneys that have been paid to the artists would be considered an advance to be absorbed by future earned rentals.

3. COMPENSATION OF PRESIDENT AND GENERAL MANAGER

a Is the percentage compensation to be calculated on the receipts not only of the DELAWARE corporation but also on the receipts of the Illinois and Canadian corporations? After this point has been disposed of, shall the percentages be calculated on the same base as will be applied to the determination of the revenues, and settlements under contracts with the artists?

4. CONTRACTUAL OBLIGATIONS

In my opinion, it would be advisable to show on the statements and perhaps on the books all the contractual obligations of each company not only to outsiders, but between each and to the artists. I have in mind showing as assets and liabilities of the Canadian corporation the sums payable to the Delaware corporation

and to the artists for distributing and marketing of pictures in Canada. Also, contractual obligation between the Delaware Corporation and Mack Sennett Comedies Corporation; likewise, contracts consumated with exhibitors where neither the cash has been received or the pictures delivered to the exhibitors.

It will be necessary for us, in order to complete the final accounting, to have available, the agreement covering the marketing, distributing and settlement effecting "When the Clouds Roll By" in Canada, Pollyanna in Canada, "Broken Blossoms" in Canada, the agreement between the Delaware corporation and the Illinois corporation setting out the basis of settlement; also the contract covering the marketing and distributing of "Romance" in the United States and in Canada; and the agreement modifying the existing agreement covering terms of employment and compensation of General Manager.

MINUTES OF REGULAR MEETING OF
BOARD OF DIRECTORS OF UNITED ARTISTS CORPORATION
HELD APRIL 20, 1920.

Regular meeting of the Board of Directors of United Artists Corporation was held in the office of the President of the Corporation, on the 9th floor of 729 Seventh Avenue, New York, N. Y., at 4:00 o'clock p. m., Tuesday, April 20th, 1920.

PRESENT: Mr. Oscar A. Price.

A quorum not being present, the meeting was adjourned until 3:00 o'clock p. m., Tuesday, April 27th, 1920.

Secretary.

MINUTES OF ADJOURNED MEETING OF
UNITED ARTISTS CORPORATION HELD APRIL 27th,
1920.

Regular meeting of the Board of Directors of United Artists Corporation adjourned from April 20th was held in the office of the President of the corporation, on the 9th floor of 729 Seventh Avenue, New York, N. Y., at 3:45 o'clock p. m., Tuesday, April 27th, 1920.

PRESENT: Messrs. Albert H. T. Banzhaf, Nathan Burkan, Dennis F. O'Brien and Oscar A. Price.

IN ATTENDANCE: Mr. L. B. Hoover during a portion of the meeting.

Mr. Price called the meeting to order and acted as Chairman thereof. Mr. C. B. Clifton, secretary of the corporation, acted as secretary of the meeting.

The minutes of the meetings held March 16th, April 9th and April 20th were read, and on motion duly made, seconded and unanimously carried, were approved.

On motion of Mr. Burkan, seconded by Mr. O'Brien, it was

> RESOLVED: That the Board of Directors of this corporation which has an outstanding capital stock of $100,000 or more, at a meeting held at New York on the 27th day of April, 1920, have employed F. A. Beach as Comptroller, pursuant to provision of Section 55, Chapter 490, part III of the acts of 1909, and of Chapter 326, acts of 1909.

The President submitted an approximate financial statement as at March 27th, 1920.

The President submitted a statement with regard to the production costs of the photoplay "Romance" which indicated that slightly more than $344,000 had been advanced to Mr. Griffith for this purpose.

On motion of Mr. Banzhaf, seconded by Mr. Burkan and carried, it was

> RESOLVED: That the Vice President and Treasurer be and they are hereby authorized to continue to advance moneys to Mr. D. W. Griffith toward the production costs of the photoplay "Romance" until the total advances for that purpose aggregate a sum not in excess of $386,000.

The President advised the Board that it was necessary that action be taken with respect to his successor. Mr. Dennis F. O'Brien was nominated for the office of Vice President of the corporation to serve until his successor shall have been duly elected and qualified. Vote having been duly taken and all the directors present having voted, it was announced that Mr. Dennis F. O'Brien had been unanimously chosen Vice President of the corporation.

On motion of Mr. O'Brien, seconded by Mr. Banzhaf and carried, it was

> RESOLVED: That this Board of Directors records its appreciation of the satisfactory and courteous conduct of the United Artists Corporation's affairs by Oscar A. Price, its retiring President.

The President reported that Mr. Clifton desired that action be taken in respect to his successor as Secretary and Treasurer. Mr. Albert H. T. Banzhaf was nominated for the office of Secretary and Treasurer, effective May 1, 1920, to serve until his successor shall have been duly elected and qualified. Vote having been duly taken and all the directors present having voted, it was announced that Mr. Albert H. T. Banzhaf had been unanimously chosen Secretary and Treasurer of the corporation.

On motion of Mr. O'Brien, seconded by Mr. Burkan and carried, it was

RESOLVED: That the salary of Oscar A. Price, retiring President, be paid to May 1st; and that the salary of G. B. Clifton, retiring Secretary and Treasurer be paid for a period of two weeks after the time he shall leave the service of the corporation.

On motion of Mr. Burkan, seconded by Mr. Price and unanimously carried, it was

RESOLVED: That Mr. Dennis F. O'Brien be retained as General Counsel for the corporation, with compensation to be determined later, and to serve until his successor shall have been duly appointed and qualified.

The proposed new contract with Mr. Hiram Abrams, General Manager, was discussed, and on motion duly made, seconded and carried, it was

RESOLVED: That Mr. Dennis F. O'Brien and Mr. Nathan Burkan be and they are hereby appointed a committee of two to formulate a contract with Mr. Abrams, and submit same to the Board.

Mr. Banzhaf explained to the Board that Mr. Griffith had completed his last photoplay for First National Exhibitors, and that it would be possible for United Artists Corporation to secure the release of this picture for the sum of $325,000 of which $285,000 is to be paid in cash, and the balance in sixty days. Mr. Banzhaf explained that the picture had been exhibited in Mt. Vernon and Yonkers, and had been favorably received; and that Mr. Abrams had looked at the picture and thought it would be well for this corporation to secure it, releasing it about two months after the release date of "Way Down East". After discussion, it was determined by the members of the Board to submit the matter to the stockholders for decision.

On motion duly made, seconded and unanimously carried, it was

RESOLVED: That the securities, papers and property of this company, until further ordered, be deposited, in its name, in a safe deposit box in the Pacific Bank Safe Deposit Vaults, 49th Street Branch, in the city of New York, and that access thereto be and the same is directed to be had from time to time by Dennis E. O'Brien, Vice President, or Albert H. T. Banzhaf, Secretary and Treasurer, or M. E. Prager of this company, who are severally authorized to sign any agreement in the name of this company with said safe deposit company to afford such access and permit removal of the contents of such box, and that upon such access being given to all or any of the persons herein mentioned, no further responsibility shall attach to the said safe deposit company, until notice of the revocation of this resolution by the Board of Directors; and that a copy of this resolution, certified by the Secretary, be transmitted to the said safe deposit company.

The meeting then adjourned.

Secretary.

To the Board of Directors,

From M. E. Prager ;

In accordance with your request at the special meeting held April 9, 1920, I give below the total compensation payable to the General Manager to March 27th, 1920, calculated on the various bases discussed at that meeting.

| | Basis | | Compensation |
|---|---|---|---|
| 1. | 3/4 percent up to $300,000 | | |
| | 1½ " on next 200,000 | | |
| | 3¾ " " " 100,000 | | |
| | 2 " " all over 600,000 | | 27,411.76 |
| 2. | 2 percent on total rentals | | 47,630.07 |
| 3. | 1½ percent on Majesty | | |
| | 2 " on all pictures | | 45,024.73 |

The total contracts closed for rentals to March 27th, 1920 amounted to $2,381,503.87 which includes $140,063.05 closed in Canada.

MacO'Brien

MEMORANDUM TO BOARD OF DIRECTORS

In line with resolution adopted by the Board of Directors at its meeting of Jan. 20th, 1920, the corporation has advanced to Mr. D. W. Griffith toward the production of the photoplay "Romance" a total of $344,378.35. $150,000 of this sum was to provide payments to Miss Doris Keane, and $25,000 was to provide a Contingent Fund which has been reimbursed week by week for all expenditures made during the week.

Mr. Griffith has submitted for reimbursement a statement of expenditures for the week ending April 24th, amounting to $16,475.30. As the payment of this sum will increase the amount advanced to Mr. Griffith above the $350,000 specified in the resolution adopted Jan. 20th, further authority of the Board is requested before payment is made.

In conversation the Treasurer had with Mr. Epping on Saturday, he gathered that there would probably be one more statement submitted for the week ending May 1st - which will be approximately $25,000, and which, if and when paid, will make the gross advance of $386,353.65. When this last $25,000 is advanced, Mr. Griffith will have $25,000 in his hands toward the cost of making the required number of positive prints for exhibition purposes.

Supplementing previous verbal advice to the Board, the financing of the production of "Romance" has been handled as follows: On Jan. 12th, a demand note signed by the corporate officers of United Artists Corporation was discounted by the Central Union Trust Company of N. Y., for $300,000. Anticipating that the sale of the picture would provide sufficient money to complete it, and understanding that Miss Keane would not be through with her work until after May 1st, this loan was reduced to $200,000 on April 2nd. The Delaware corporation has advanced $144,436.82 toward the production, but in view of the increased cost of the picture above $350,000 and the fact that the Delaware corporation has advanced other moneys to the artists, it cannot make further advances toward the production of "Romance" and maintain the free balance required by the bank ($100,000).

The Central Union Trust Company of N. Y., has been advised that the United Artists Corporation is holding in its safe deposit vaults five notes for $70,000 each as collateral to protect the bank for moneys advanced toward the production of this photoplay. The only feasible plan to provide for the further production costs seems to be to request an increase in the loan by the Central Union Trust Company to the extent of $50,000, making a total indebtedness to the bank $250,000. Action on the part of the Board to that end is suggested.

As a matter of information, at the close of business April 24th, 1920, the total rentals on contracts closed for the photoplay "Romance" aggregated $89,775.50. I understand the photoplay is scheduled for release May 23rd, 1920.

Wm A Brady

April 27th, 1920.

MEMORANDUM TO BOARD OF DIRECTORS

Briefly, the financial situation is as follows: At the close of business April 26th, 1920, the Delaware corporation had on deposit with the Central Union Trust Company of N. Y., $115,213.33. A deposit of $9,894.97 was made this morning, making the balance $125,108.30. The following payments are to be made this week:

| | |
|---|---|
| Douglas Fairbanks Pictures Corporation, a/c photoplay "Hollycoddle | $14,267.20 |
| U. S. Government, a/c March Wartax | 31,085.74 |
| Depot Contingent Fund Reimbursements and other regular weekly payments, approximately | 12,000.00 |

In addition to this, Miss Pickford has requested an advance of $25,000 a/c Cash Receipts from the photoplay "Suds".

The Delaware corporation has on deposit in sundry other banks in the United States, approximately $18,000. In the Dominion Bank, Toronto, we have on deposit approximately $81,000 - against which payment is to be made this week of $15,000 to Mr. Griffith for "Broken Blossoms".

The Delaware corporation has advanced cash toward the production of the photoplay "Romance" approximately $145,000; and overpayment to Mr. Griffith a/c photoplay "Broken Blossoms" approximately $20,000. Extra prints and other expense a/c photoplays "Pollyanna" and "Clouds" approximately $25,000.

The corporation owes the Central Union Trust Company of New York $200,000 as balance of $300,000 demand note negotiated Jan. 12th; and $175,000 on demand note of Mr. Griffith's dated Jan. 30th, 1920, which was discounted Jan. 31, 1920. We have also issued a note for $100,000 due May 31, 1920, payable to Mack Sennett Comedies Corporation being second payment in accordance with the terms of the contract between United Artists Corporation and Mack Sennett Comedies Corporation for the photoplay "Down on the Farm"

We hold, as of the close of business April 24th, 1920, $ worth of Post-dated checks; $ worth of promissory notes. Of these, $ will be converted into cash on or before May 1st, 1920.

President.

April 27, 1920.

MINUTES OF THE SPECIAL MEETING
OF THE BOARD OF DIRECTORS OF
THE UNITED ARTISTS CORPORATION
AT ITS OFFICES 729 - SEVENTH
AVE. MAY 7th - 1920.

A special meeting of the Board of Directors of the United Artists Corporation was held at the offices of said Corporation, 729 - 7th Avenue, the seventh day of May, 1920, at four o'clock P.M. pursuant to the following notice which was by telegram to each Director in accordance with the By-laws of said Corporation:-

"THE BOARD OF DIRECTORS OF UNITED ARTISTS CORPORATION
WILL HOLD A SPECIAL MEETING AT ITS OFFICES SEVEN TWENTY
NINE SEVENTH AVENUE NEW YORK CITY FRIDAY MAY SEVENTH
NINETEEN TWENTY AT FOUR P. M."

The members present were Mr. A. H. T. Banzhaf, Mr. D. F. O'Brien and Mr. Nathan Burkan; those in attendance were Mr. Hiram Abrams and Mr. M. E. Prager

Mr. O'Brien, Acting President, called the meeting to order. Mr. Banzhaf, Acting Secretary, read the minutes of the adjoined meeting of said Board of Directors, which was held April 27th, 1920, and resolution was made, seconded and unanimously adopted that these minutes be accepted by the Board as a correct record of the doings of the Board of Directors of the United Artists Corporation at said meeting.

The question as to the amount due Mrs. Charlotte Pickford for expenses in attending meetings of said Board of Directors, which were held during the months of November and December, 1919, was presented to the Board and resolution was made, seconded and unanimously adopted that the sum of five hundred dollars ($500) be sent to Mrs. Charlotte Pickford in payment of said expenses.

Mr. Banzhaf stated in the meeting that in pursuance with the statement which he had made at the last meeting of said Board of Directors - to wit:-

> Mr. D. W. Griffith could purchase all of the right, title and interest of the First National Exhibitors' Circuit, Inc. in the Motion Picture produced by Mr. Griffith, THE GAMEST GIRL, which is his last Picture to be delivered to said First National Exhibitors' Circuit, Inc. for the sum of three hundred and twenty five thousand dollars ($325,000)

(1) He, Mr. Banzhaf, had negotiated further with the First National Exhibitor's Circuit, Inc. and had arranged to purchase said right, title and interest for the sum of three hundred and fifteen thousand dollars ($315,000); the entire consideration to be paid in cash upon the execution and delivery of all necessary papers incident to such transfer.

(2) He, Mr. Banzhaf, had acquainted the members of the Board of Directors in New York City with the proposition and that in order to carry out such purchase it would be necessary for Mr. Griffith to borrow said amount of money

(3) Mr. Griffith had agreed to turn over the marketing of said Picture, THE GAMEST GIRL, to the United Artists Corporation pursuant to the terms and conditions now existing between said Corporation and himself, provided said corporation endorsed note which Mr. Griffith would be obliged to give in order to borrow the aforesaid sum of money

(3) Mr. Griffith had agreed to turn over the marketing of said Picture, THE GAMEST GIRL, to the United Artists Corporation pursuant to the terms and conditions now existing between said Corporation and himself, provided said Corporation endorsed note which Mr. Griffith would be obliged to give in order to borrow the aforesaid sum of money.

(4) Mr. Abrams and Mr. O'Brien, acting for said Corporation, and Mr. Banzhaf, acting for said Mr. Griffith, would negotiate such loan with the Guaranty Trust Company of New York City, payable in six months from date of the note upon the following terms and conditions;-

That Mr. Griffith would execute and deliver to the Guaranty Trust Company of New York City his personal note for the sum of three hundred and fifteen thousand dollars ($315,000) bearing interest at 6% per annum, and endorsed by the United Artists Corporation; said note to be given in consideration of the assignment of all right, title and interest in the Picture, THE GAMEST GIRL, made by Mr. D.W. Griffith, and all his share of the earnings to be derived from the Marketing or turning into account of said Motion Picture by the United Artists Corporation pursuant to the contract then existing between Mr. Griffith and said Corporation; also the assignment of all monies which Mr. Griffith might derive from the marketing and turning to account of said Motion Picture in other parts of the world than the United States of America and the Dominion of Canada- such assignment to be operative until the amount of money due on said note with interest, or any renewals of said note with interest has been paid.

Mr. Abrams explained to the Board of Directors that it would be a benefit to the United Artists Corporation to market said Picture. Mr. O'Brien stated that he had telegraphed to his clients-Mr. Douglas Fairbanks and Miss Pickford-for instructions relative to the indorsement of said note by said Corporation, and that he had been advised to vote in favor of same.

Resolution was made, seconded and unanimously adopted that said interest bearing note, made by Mr. D.W.Griffith payable to Guaranty Trust Company of New York City, or any renewals of same with interest, be endorsed by duly authorized officers of the United Artists Corporation; viz; Mr. O'Brien, acting President, and Mr. Banzhaf acting Secretary-also that the General Counsel of said Corporation in association with Mr. Banzhaf, acting for Mr. Griffith, pass upon any and all legal papers which are to be executed between Mr. Griffith and the Guaranty Trust Company of New York City in order to carry out aforesaid transaction.

Albert H. Banzhaf
Secretary

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF UNITED ARTISTS CORPORATION, HELD MAY 18th, 1920.

A regular meeting of the Board of Directors of United Artists Corporation was held at its office on the ninth floor of 729 - Seventh Avenue, in the City of New York, N. Y., on the 18th day of May 1920, at 4:00 o'clock.

PRESENT: Mr. Dennis F. O'Brien

A quorum not being present, the meeting was adjourned until 4:00 o'clock P. M., Wednesday, May 19th, 1920.

Albert W. Banghart

Secretary.

MINUTES OF ADJOURNED MEETING OF BOARD OF DIRECTORS OF UNITED ARTISTS CORPORATION, HELD MAY 19th, 1920.

A regular meeting of the Board of Directors of United Artists Corporation, adjourned May 18th, 1920, was held in the office of the corporation on the 9th floor of 729 - 7th Avenue, New York, N. Y., at 4:00 o'clock P. M., Wednesday, May 19th, 1920.

PRESENT: Messrs. Albert H. T. Banzhaf, Nathan Burkan and Dennis F. O'Brien.

IN ATTENDANCE: Messrs. Hiram Abrams and M. E. Prager.

Mr. O'Brien called the meeting to order and acted as chairman thereof. Mr. Banzhaf, secretary of the corporation, acted as secretary of the meeting.

The minutes of the special meeting held May 7th, 1920, were read and on motion duly made, seconded and unanimously carried, were approved.

Mr. Banzhaf brought up the question of the amounts to be advanced to D. W. Griffith for the production and completion of "Romance" to the point where it would be available to this company for marketing and distribution. He stated that the sum of $386,000 authorized to be advanced for the production and completion of this picture, would not be sufficient. It was agreed to advance the necessary funds without regard to the previous limitation of $386,000. necessary to complete the picture. During the discussion which ensued, Mr. Abrams pointed out that some of the items, such as lumber, etc. utilized in the production of the picture, could be disposed of and that any proceeds thereof should be either returned to the company or utilized towards any further necessary expenditures.

It was the sense of the meeting that Mr. Abrams and Mr. Beach should examine the items of expenditures incidental to the production of "Romance" to

see what items represent properties that Mr. Griffith may use in other productions and to take up with Mr. Griffith, or his representative the question of certain credits to be allowed for such properties.

Mr. Abrams brought up the question of the advis ability of embarking upon an advertising campaign, to promote the interests of the company in the marketing and distributing of pictures. The Board approved the suggestion and authorized that the necessary funds be made available for such purpose.

Mr. Abrams stated it would be necessary for him to be advised of the approximate release dates respecting the pictures "Mollycoddle" and "Suds," because of exhibitors withholding signing of contracts calling for deposits on these pictures. The Board thereupon ordered that the following telegram be sent to Mr. John Fairbanks:-

> "Abrams explained to us at meeting of directors held this afternoon that exhibitors are withholding signing of contracts calling for deposits on account Mollycoddle and Suds because we cannot insert in contracts definite release date and they believe money will be held until fall stop Most important that Abrams knows immediately release date on each picture which should be earliest possible to avoid hot weather stop This telegram is sent at request of directors answer immediately."

An informal discussion ensued concerning the general policy of the corporation's affairs.

The meeting then adjourned.

Albert W Banzhaf
Secretary.

MINUTES OF SPECIAL MEETING
OF THE BOARD OF DIRECTORS
OF
UNITED ARTISTS CORPORATION
Held June 9th, 1920.

A special meeting of the Board of Directors of United Artists Corporation was held in the office of the corporation on the ninth floor of 729 Seventh Avenue, New York City, at 4 o'clock P.M., Wednesday, June 9th, 1920.

PRESENT:

Messrs. Albert H. T. Banzhaf, Nathan Burkan and Dennis F. O'Brien.

IN ATTENDANCE:

Miss Mary Pickford, Mrs. Charlotte Pickford, Mr. Douglas Fairbanks, Mr. D. W. Griffith, Mr. Hiram Abrams, Mr. L. R. Hoover, representing Mr. W. G. McAdoo and Mr. M. E. Prager.

Mr. O'Brien acted as Chairman and Mr. Banzhaf as Secretary of the meeting.

The minutes of the meeting of the Board of Directors held May 19th, 1920 were read and were duly approved.

Mr. Loring R. Hoover, representing Mr. McAdoo, was present at the meeting, and desired to explain to the Board of Directors and also the individuals who are associated with Mr. McAdoo in the motion picture "ROMANCE", his understanding on behalf of Mr. McAdoo of that business transaction. His request was granted.

Mr. O'Brien stated to the meeting the synopsis of the draft of contract which he had drawn, and submitted to the representatives of the parties interested, and a general discussion took place concerning the same. The matter was left in abeyance because Mr. Hoover stated he desired to confer with Mr. McAdoo upon his return, after which he would consider the matter further with Mr. O'Brien, attorney for the corporation. Mr. O'Brien desired to have it definitely understood who will be responsible to the corporation should there be a deficit in the moneys advanced by the corporation and borrowed by the corporation and loaned to the enterprise.

Mr. Fairbanks stated that he had given consent to Mr. Abrams to release "Hollycoddie" immediately, and Mr. Griffith congratulated him upon his splendid spirit and stated he will consent to "The Gamest Girl" being released during the middle of August. Mr. Griffith also stated that he will make another examination of "Romance" relative to reducing it in length and advise Mr. Abrams of the results of the same.

Mr. Griffith reported in detail concerning the motion picture "Way Down East" that he is now engaged in producing, and gave it as his opinion that he believed it to be the biggest picture he has been connected with since "The Birth of a Nation", and that he expected to deliver it between October first and October 15th, 1920, and that he will have a pre-release in the two dollar theatres and perhaps six centers in the United States, beginning about the last week in August, as a preliminary campaign to establish a market so that the United Artists Corporation may lease the picture on a percentage basis.

Mr. Hoover presented to the Secretary the resignation of Oscar A. Price, a member of the Board of Directors. A resolution was made, seconded and unanimously adopted accepting the resignation of Mr. Price and conveying best wishes for his success in the new corporation that he is to be identified with. Mr. Loring R. Hoover was duly elected to fill the vacancy caused by the resignation of Mr. Price. Mr. Hoover left the meeting before his election.

Mrs. Charlotte Pickford presented to the Secretary her resignation as a member of the Board of Directors. A resolution was made, seconded and unanimously adopted that the resignation be accepted with regret. It was also stated to Mrs. Pickford that her presence will be welcome at any and all meetings of the Board of Directors, and a vote of thanks was extended to her for her services as director of the corporation. Mr. Hiram Abrams was duly elected to fill the vacancy caused by the resignation of Mrs. Pickford.

The meeting then proceeded to the election of officers, and Mr. Hiram Abrams was duly elected President of the corporation to serve without compensation or salary except what he received for his services as General Manager of the corporation, pursuant to his contract with the corporation. Mr. Abrams made such a proposal to the Board of Directors prior to his election.

Mr. Albert H. T. Banzhaf tendered his resignation as Treasurer of the corporation to take effect immediately; whereupon, a resolution was duly made, seconded and unanimously adopted accepting the resignation of Mr. Banzhaf, and a vote of thanks was extended to him for his efficient services as Treasurer.

Mr. O'Brien read to the meeting a letter from Mr. M. E. Prager, who has been acting as the accountant for the corporation, offering to perform the services of Treasurer at a compensation of One Hundred Dollars ($100.) per week for one-half time, and at a proportionate rate of $200. a week for time in excess of twenty-one hours per week devoted to the affairs of the corporation.

Mr. Prager was duly elected Treasurer of the corporation and his compensation fixed at $100. per week for one-half time, and any time in excess of twenty-one hours per week to be paid for at the proportionate rate of $200. per week for full time.

A resolution was duly made, seconded and unanimously carried that the checks of the corporation may be signed and countersigned by any two of the officers of the corporation, to wit;

President, Vice-President
Secretary and Treasurer.

and that the Secretary be authorized and is hereby authorized to file with the various depositories with which the corporation does business, a certified copy of this resolution and of the election of the following officers of the corporation:

| | | |
|---|---|---|
| President | - | Hiram Abrams |
| Vice-President | - | Dennis F. O'Brien |
| Secretary | - | Albert H. T. Banzhaf |
| Treasurer | - | M. E. Prager |

No further business coming before the meeting, the meeting adjourned.

Albert H. T. Banzhaf
Sec

New York, N.Y., June 9, 1920

United Artists Corporation,

729 Seventh Avenue,

New York City.

Gentlemen:

I hereby tender my resignation as a Director of the United Artists Corporation to take effect immediately.

Yours very truly,

Asa A Price

United Artists Corporation
729 Seventh Avenue
New York

OFFICE OF THE PRESIDENT

June 9th, 1920.

I hereby tender my resignation as ~~secretary and~~ treasurer of United Artists Corporation, to take effect to-day.

Albert H Banzhaf

June 9th, 1920

United Artists Corporation,

Attention: Secretary

Gentlemen:

Kindly accept my resignation as a member of the Board of Directors of the United Artists Corporation, to take effect immediately.

Respectfully yours,

Charlotte Pickford

The Minutes of Special Meeting of Board of Directors of UNITED ARTISTS CORPORATION held July 1, 1920 at the offices of Corporation, 9th floor of 729 - 7th Avenue, N. Y. C. at four o'clock, P.M.

PRESENT Messers Hiram Abrams, Dennis F. O'Brien, Nathan Burkan, A. H. T. Banzhaf and Loring R. Hoover; also Mrs. Charlotte Pickford.

The Secretary stated that the Meeting was called pursuant to the following waiver of notice:-

WAIVER OF NOTICE:-

We, the undersigned, being all of the Directors of the UNITED ARTISTS CORPORATION do hereby waive all notices of every kind and character pursuant to the By-laws and the Laws of the State of New York required for the calling of a Meeting of the Board of Directors of this Corporation, and do hereby consent to hold such Meeting upon the first day of July, 1920, at four o'clock P.M., at the offices of the Corporation - 729 - 7th Avenue, New York City - and to transact all business which may come before the Meeting at that time.

Eugene Gaines

Nathan Burkan

Dennis F. O'Brien

Loring R Hoover

Albert H Banzhaf

[1 July 1920]

DENNIS F. O'BRIEN stated that as a result of a negotiation conducted by MR. NATHAN BURKAN, representing D. W. Griffith, Charles Chaplin, Gladys Mary Fairbanks, Douglas Fairbanks and the United Artists Corporation, and LORING R. HOOVER representing WILLIAM G. MCADOO, Mr. McAdoo had submitted to the representatives of the above parties and the Corporation a proposal to sell all of his common stock in the Corporation and all of his right, title and interest in and to the motion picture rights of the dramatic composition known as "ROMANCE", and the motion picture made therefrom, in consideration of the return to him of a certain note dated January 9th, 1920, for seventy thousand dollars ($70,000.) given to the Corporation, and the release of Mr. McAdoo from all and every liability and obligation of every kind, nature and description assumed or incurred by him in connection with his acquiring an interest in the aforesaid "ROMANCE" motion picture and motion picture rights, and to hold him harmless from any and all liability hereinbefore assumed by him and to procure the consent of the Central Union Trust Company to the cancellation and return of said note, and the release of the United Artists Corporation of any liability on the part of Mr. McAdoo to it, pursuant to that transaction, and the payment of the sum of twenty five thousand dollars($25,000): and, that Mr. Abrams as President and Mr. O'Brien as General Counsel had conferred with F. J. Leary, Vice-President of the Central Union Trust Company, and had procured the consent of that Corporation to the return of Mr. McAdoo's

note.:

WHEREUPON, a resolution was made, seconded and unanimously adopted that the proposal of Mr. McAdoo be accepted on behalf of the Corporation, provided it were also accepted by the representatives of the other parties to the "ROMANCE" transaction.

MR. BANZHAF, on behalf of D. W. GRIFFITH, expressed the acceptance of Mr. Griffith to the proposal: MR. BURKAN, on behalf of CHARLES CHAPLIN, expressed the acceptance of Mr. Chaplin: CHARLOTTE PICKFORD, on behalf of GLADYS MARY FAIRBANKS, expressed the acceptance of Gladys Mary Fairbanks: DENNIS F. O'BRIEN, on behalf of DOUGLAS FAIRBANKS, expressed the acceptance of Mr. Fairbanks.

The following resolution was made and unanimously adopted:

RESOLVED, that the officers of this Corporation be and they are hereby authorized to enter into a contract with William G. McAdoo, David W. Griffith, Charles Chaplin, Gladys Mary Fairbanks and Douglas Fairbanks for the acquisition by this Corporation of all the right, title and interest of Mr. McAdoo, in and to the "ROMANCE" motion picture and motion picture rights and to assume all the obligations and liabilities of every kind, nature and description of Mr. McAdoo assumed or incurred by him in connection with his acquisition of an interest in said "ROMANCE" motion picture and motion picture rights and to agree to hold said Mr. McAdoo harmless on account thereof, and they are hereby further author-

ized to cancel and return the promissory note of Mr. McAdoo for Seventy Thousand Dollars($70,000) held by this corporation, and to release him from all liability thereunder.

MR. HOOVER DID NOT VOTE ON THE ABOVE RESOLUTION.

The following resolution was also made and unanimously adopted:

RESOLVED, that the act of Hiram Abrams, as President, and Dennis F. O'Brien, as General Counsel, in surrendering the notes of D. W. GRIFFITH, CHARLES CHAPLIN, GLADYS MARY FAIRBANKS, and DOUGLAS FAIRBANKS, dated January 9th, 1920, each for the amount of seventy thousand dollars($70,000) to the Central Union Trust Company as collateral to its so-termed "ROMANCE" NOTE, be ratified and approved.

MR. ABRAMS reported that Mr. GRAY, brother of MR. GRIFFITH, had negotiated for the sale of the motion picture rights of "ROMANCE" for the British Isles for the sum of eighty thousand dollars($80,000) and that the moneys derived therefrom would be paid to the Central Union Trust Company and be credited against the so-termed "ROMANCE" NOTE.

MR. LORING R. HOOVER tendered his written resignation, as Director to the Secretary, and the same was read and accepted:

WHEREUPON, a resolution was unanimously adopted expressing the sincere appreciation of the Corporation for the services rendered by MR. HOOVER as Director.

MRS. CHARLOTTE PICKFORD was duly elected to fill

the vacancy caused by MR. HOOVER and took part in the balance of the meeting.

A plan was presented for extra compensation to the heads of the various departments of the United Artists Corporation, the plan being submitted by Mr. Abrams. The same was discussed and referred to MR. DENNIS F. O'BRIEN, as General Counsel, and a resolution was made, seconded and unanimously adopted that the President be authorized to place the same, with such modifications as MR. O'BRIEN would recommend, in operation, and to notify the employees of its adoption.

MR. O'BRIEN reported the progress concerning negotiations with CHARLES BRYANT, husband of MME. NAZIMOVA; also with JOHN BARRYMORE and his attorney, MR. STERN.

The question of compensation for General Counsel was presented to the meeting, and it was determined that Mr. BANZHAF and MR. BURKAN should confer with MR. O'BRIEN and recommend to the President what would be a fair compensation to pay to MR. O'BRIEN, and if that should meet with the approval of MR. ABRAMS, then the amount recommended should be fixed as the compensation of MR. O'BRIEN as General Counsel for the ensueing year -- that is, from May 1st, 1920.

MR. BURKAN stated that he had settled the action pending brought by DANIEL V. ARTHUR for commission relative to the "ROMANCE" contracts for One Thousand Two Hundred Fifty Dollars($1,250.).

A resolution was made, seconded and unanimously adopted confirming that settlement.

MR. O'BRIEN stated that ordinarily such services should be performed by the General Counsel, but on account

of DANIEL V. ARTHUR having consulted with MR. MALEVINSKY, who is associated with MR. O'BRIEN in the practise of law, thus disqualifying MR. O'BRIEN and his associates from taking charge of this litigation, he thought that whatever compensation paid to Mr. Burkan for the services rendered should be deducted from the annual retainer to him. This was agreeable to all present and so ordered.

There was no further business to come before the meeting, so tha meeting adjourned.

Alfred H Barnhart

SECRETARY.

United Artists Corporation
120 Broadway

OFFICE OF THE PRESIDENT

New York July 1, 1920

Dear Sirs,

I hereby tender my resignation as a Director of United Artists Corporation to take effect at once.

Very truly Yours
Lorimer R Hoover

To Hiram Abrams, Esq.
President
United Artists Corporation.
129 Broadway, New York City

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF UNITED ARTISTS CORPORATION, HELD JULY 30th, 1920.

A regular meeting of the Board of Directors of United Artists Corporation was held at its offices on the ninth floor of 729 - Seventh Avenue, in the City of New York, N. Y. on the 30th day of July 1920, at 4:00 o'clock, P.M.

PRESENT: Mr. Hiram Abrams

A quorum not being present, the meeting was adjourned until 4:00 o'clock P.M., Friday, July 30th, 1920.

Hiram Abrams

Secretary.

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS OF THE UNITED ARTISTS CORPORATION.

The regular monthly adjourned meeting of the Board of Directors of the United Artists Corporation was held at the office of the corporation No. 729 Seventh Avenue, Borough of Manhattan, New York City, on the 30th day of July, A.D. 1920 at four o'clock P.M., pursuant to the regular notice sent out by the Secretary to the members of the Board of Directors.

P r e s e n t:

HIRAM ABRAMS
ALBERT H.T. BANZHAF
DENNIS F. O'BRIEN

In Attendance:

DOUGLAS FAIRBANKS
MARY PICKFORD

Mr. Abrams reported to the meeting the negotiations with Mr. Greenhill on behalf of the United Artists Corporation, for the marketing of pictures in foreign parts of the world, which are being marketed by the United Artists Corporation in the United States of America and Dominion of Canada, and presented to the meeting a draft of contract which had been prepared by Mr. Dennis F. O'Brien, attorney for United Artists Corporation, pursuant to the negotiations conducted with Mr. Morris Greenhill, and Mr. Abrams stated that this contract had been submitted to the

representatives of the owners of the various pictures that are being marketed by the United Artists Corporation and approved by them; whereupon, a resolution was made, seconded and unanimously adopted that the President and Secretary be authorized and empowered, and by these presents were authorized and empowered to execute the proposed contract on behalf of the United Artists Corporation upon procuring the consents of the various persons whose pictures are included in said contract, to wit: DAVID W. GRIFFITH, DOUGLAS FAIRBANKS and MARY PICKFORD.

MR. BANZHAF expressed the consent of Mr. Griffith; and Mr. Fairbanks expressed his consent, and Miss Pickford expressed her consent.

Mr. Abrams stated that Mr. O'Brien had received from Mr. Greenhill a Cashier's check drawn on the International Bank in the amount of $100,000., which, pursuant to the contract, is to be deposited in the Guaranty Trust Company in the UNITED ARTISTS CORPORATION SPECIAL ACCOUNT, whereupon, a resolution was made, seconded and unanimously adopted that the proper officers of the corporation be authorized and empowered to open such an account in the Guaranty Trust Company, and Mr. Banzhaf, the Secretary of the corporation, was authorized and empowered to execute on behalf of the corporation the customary certificate required by the Guaranty Trust Company for the opening of an account with it and the continuance of such an account with it.

Mr. O'Brien reported that he was still in negotiation with Mr. John Barrymore, and also Mr. Charles Bryant, the husband of Madame Nazimova.

No further business coming before the meeting, the meeting adjourned.

Albert W. Baughof
Secretary

Minutes Approved By
Dennis F. O'Brien
Albert W. Baughof
Henin Evans

Minutes of the regular monthly meeting of the Board of Directors of UNITED ARTISTS CORPORATION, held on Tuesday, August 17th, 1920, at the office of the corporation No 729 Seventh Avenue, New York City.

PRESENT: HIRAM ABRAMS
ALBERT H.T.BANZHAF
DENNIS F.O'BRIEN

IN ATTENDANCE: M. E. PRAGER

The minutes of the previous meeting of July 30th, 1920, were read and approved.

Resolutions were passed and unanimously adopted that the corporation through its counsel, Dennis F. O'Brien, be authorized to retain the Corporation Trust Company of New York City, to render the services that it has heretofore rendered for the corporation pursuant to arrangement made by the law firm of McAdoo, Cotton and Franklin.

A resolution was made, seconded and unanimously adopted that the Treasurer of the United Artists Corporation should request payment from the United Artists Corporation Limited, of the amount of money due the former corporation from the latter; payment to be made in such amounts and at such times as the Treasurer may be directed by the President.

Mr. Abrams reported relative to marketing of the pictures of the members of the United Artists Corporation in South America, and he was directed to continue such negotiations and make a report thereon.

Mr. O'Brien reported his negotiations concerning John Barrymore, and with Madame Nazimova and Joe Schenck. His reports were accepted.

Mr. Abrams reported relative to his communication with Mrs. Pickford concerning Jack Pickford. Action was deferred until a larger number is present.

Mr. Abrams submitted a copy of the lease between United Artists Corporation of Illinois and Moses A. Levy of Chicago, of the premises known as 800-810 South Wabash Avenue, Chicago, Illinois, dated the 20th day of July, 1920; and an agreement dated the 22nd day of July, 1920 between United Artists Corporation of Illinois and Moses A. Levy for the deposit of the sum of $4800. with the Fort Dearborn Trust and Savings Bank, pursuant to the terms of said lease.

A resolution was made, seconded and unanimously adopted approving the acts of the officers of that corporation in executing the aforesaid agreements.

A resolution was made by Mr. Abrams and seconded by Mr. Banzhaf, fixing the annual retainer of Dennis F. O'Brien of O'Brien, Malevinsky and Driscoll at Twenty Thousand Dollars($20,000.) beginning with the date of the resignation of McAdoo, Cotton and Franklin.

Mr. Abrams submitted the proposal of Goldwyn Pictures Corporation relative to the United Artists Corporation distributing the motion picture "EARTHBOUND." It was decided that all those present should see "EARTHBOUND", and that Mr. Abrams would telegraph to the members of the

United Artists Corporation requesting them to see "EARTH-BOUND" and telegraph their opinion.

Mr. Abrams called the attention of the meeting that they had not as yet executed the contract between himself as General Manager and the United Artists Corporation, and Mr. O'Brien stated he would take the matter up with Mr. Abrams.

Mr. O'Brien called to the attention of Mr. Abrams and the members of the Board the weekly reports of the different exchanges, and particularly those who have reported very few new contracts on the older pictures, and Mr. Abrams stated he had already given that matter his attention and Mr. Lazarus would devote part of each day towards stimulating this business.

No further business coming before the meeting, the meeting adjourned.

Secretary

MINUTES OF SPECIAL MEETING
OF THE BOARD OF DIRECTORS
OF
UNITED ARTISTS CORPORATION
Held Sept. 14th, 1920.

A special meeting of the Board of Directors of United Artists Corporation was held in the office of the corporation on the ninth floor of 729 Seventh Avenue, New York City, at 3 o'clock P.M., Tuesday, September 14th, 1920.

PRESENT:

Messrs. HIRAM ABRAMS
DENNIS F. O'BRIEN
NATHAN BURKAN
ALBERT H.T.BANZHAF

Mr. O'Brien reported that he was still in negotiation with Mr. John Barrymore, and also Mr. Charles Bryant, the husband of Madame Nazimova. He stated that progress was being made and hoped to satisfactorily conclude the same in the near future.

Mr. Abrams stated that he desired information as to when this corporation would commence the distribution of the motion picture "Way Down East". Mr. Banzhaf stated that he could not give this information but would arrange a conference at an early date between Mr. D.W.Griffith and the Directors of this corporation.

Mr. Abrams notified the Board that he was obliged to go to Europe on business for the Corporation and that he would be absent for at least four (4) weeks and that Dennis F. O'Brien, Vice-President, who also signs checks for the Corporation would also be in Europe on business for the Corporation and that it would be the source of great inconvenience in the transaction of the business of the Corporation with only Mr. Prager and Mr. Banzhaf, the remaining officers, to sign checks, hence the following resolution was made, seconded and unanimously adopted:

> RESOLVED That until further action by the Board of Directors, Kenneth Hodkinson, as assistant to the President, is hereby authorized and by these presents has been authorized by the Board of Directors of the United Artists Corporation to sign or countersign the checks of the Corporation with any other officer of the Corporation.

Albert H.T. Banzhaf
Secretary

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE UNITED ARTISTS CORPORATION HELD SEPTEMBER 21, 1920.

The regular meeting of the Board of Directors of the United Artists Corporation, was held at its office on the ninth floor of 729 Seventh Avenue, City of New York, N.Y., on the 21st day of September, 1920, at four o'clock P.M.

PRESENT:

Mr. Albert H.T. Banzhaf

A quorum not being present, the meeting was adjourned subject to call.

Albert H.T. Banzhaf
Secretary

[5 Nov. 1920]

A special meeting of the Board of Directors of the UNITED ARTISTS CORPORATION was held at the office of the corporation No. 729 Seventh Avenue, New York City, pursuant to notices sent out by the Secretary of the corporation, on Friday, November 5th, 1920, at four o'clock P.M.

PRESENT: MR. HIRAM ABRAMS
MR. ALBERT H.T.BANZHAF
MR. NATHAN BURKAN
MR. DENNIS F.O'BRIEN

constituting a majority of the members.

The meeting was called to order by the President, Mr. Abrams, and Mr. Banzhaf acted as Secretary.

The following business was transacted.

Mr. O'Brien, on behalf of Mr. Abrams and himself, rendered a verbal report of their visit to London and the business matters pertaining to the same, They also submitted and read to the meeting . the supplemental memorandum of agreement modifying the existing contract between Morris Greenhill on the one part, and United Artists Corporation on the other, in effect, that the time in which Mr. Greenhill should complete his corporation and finance it, and establish his letter of credit, as provided in the contract, be extended to January 1st, 1921.

A motion was made and carried, Mr. Nathan Burkan not voting, to ratify such act on behalf of the corporation.

Mr. Abrams reported the employment of Mr. Guedella of the firm of Guedella, Jacobson & Spyer, solicitors, Winchester House, London, England, to act for the corporation, as set forth in his letter.

A resolution was made, ratifying employment of said solicitors.

Mr. Burkan desired to put upon the records that he was acting on the Board of Directors for his client Charles Chaplin, who had not as yet entered into any agreement with Morris Greenhill or the foreign corporation that Mr. Greenhill had organized.or would organize to take over Mr. Greenhill's contract with the United Artists Corporation, and the several contracts with the artists who compose the United Artists Corporation;and because of Charles Chaplin not having entered into those contracts, he thought he should not take any action that would commit Mr. Chaplin in any way relative to the so-termed Greenhill's proposals.

Mr. Abrams reported about certain modifications desired by Mr. Greenhill, the principal one being to include the territory of South America in his contract, and each of the directors desired to communicate with his client before taking formal action relative to the same.

Mr. Abrams also reported certain negotiations he had relative to making a motion picture of certain parts of the Bible, and would like to have the directors consider the United Artists Corporation marketing the same.

Mr. Banzhaf was asked when Mr. Griffith would turn over "Way Down East" to be marketed by the United Artists Corporation, and he stated he could give no definite information; that it was the intention of Mr. Griffith to exhibit the picture in the two dollar houses by road shows.

Mr. O'Brien asked if it were possible to have the United Artists Corporation book the picture in the motion picture houses in the various sections in which the road

company so-termed, had finished its tour.

At the suggestion of the members of the Board, Mr. Banzhaf agreed to arrange for an early appointment between Mr. Griffith, Mr. Grey, his manager, Mr. Abrams and Mr. O'Brien to consider this matter.

No further business coming before the meeting, the meeting adjourned.

Albert T. Banzhaf
Secretary

[6 Dec. 1920]

A special meeting of the Board of Directors of the United Artists Corporation was held at the office of the Corporation No. 729 Seventh Avenue, New York City, pursuant to notices sent out by the Secretary of the corporation and in keeping with the By-Laws, on Monday, December 6th, 1920, at four o'clock P.M.

PRESENT: MR. HIRAM ABRAMS
MR. ALBERT H.T. BANZHAF
MR. NATHAN BURKAN
MR. DENNIS F. O'BRIEN
constituting a majority of the directors.
MR. M.E. PRAGER, the Treasurer, was in attendance.

The meeting was presided over by the President, Mr. Abrams, and Mr. Banzhaf acted as Secretary.

The following business was transacted:

A general discussion was engaged in by all present relative to the devising of some method that would procure from Mr. Griffith the immediate marketing, through the United Artists Corporation, of his picture, "WAY DOWN EAST", and if that weren't procured, some business arrangement to be made with Mr. Griffith by which the United Artists Corporation would share in the receipts derived from "WAY DOWN EAST" because of its claim upon Mr. Griffith for the right to market that picture.

Further action on the matter was deferred until after January first, and Mr. Abrams reported the conference held by Mr. O'Brien and himself, Mr. Banzhaf, Mr. Grey, and Mr. Griffith, and the plan submitted by him and the moneys he could procure from the marketing and exhibition of the picture. Mr. Abrams was instructed to ascertain exactly, as he was able

what specific guarantee he could procure for the marketing of this picture in the territory west of the Mississippi River.

Mr. O'Brien read to the meeting a copy of cable from Mr. Greenhill in which Mr. Greenhill asked for an extension of time in which to complete the organizing and financing of the United Artists Limited, which seeks to acquire the license to market pictures of the corporation in foreign territory; and it was the sense of the meeting that no answer be sent until further information was obtained relative to this situation.

Mr. O'Brien informed the meeting that he had cabled Mr. Guedella for a report upon our matters in England, and that no reply as yet had been received.

Mr. Burkan stated he would be in possession of a report of reliable information not later than Thursday of this week, which he will transmit to the directors.

Mr. O'brien read to the meeting a copy of telegram from Douglas Fairbanks relative to certain conferences that Mr. Sennett has had with him towards developing a plan by which the pictures of the so-termed Associated Producers, Inc., might be marketed through our organization. Definite action on this suggestion was deferred.

Mr. O'Brien was instructed to telegraph to Mr. Fairbanks the opinions expressed at this meeting.

Mr. O'Brien reported regarding negotiations with Whitman Bennett relative to marketing the Rex Beach pictures. Mr. Abrams was requested to obtain the necessary details relative to these pictures.

It was the sense of the meeting that a committee from the Board of Directors should go to California in the early part of

January to confer with Miss Pickford, Mr. Fairbanks and Mr. Chaplin relative to matters of vital interest to the corporation.

The general motion picture situation was discussed.

Mr. Banzhaf also reported to the meeting that Lillian Gish's picture, in the process of production, could be had by the corporation if we could procure some person to finance same. No action was taken upon this matter.

Mr. O'Brien reported that he had communicated with Henry Root Stern attorney for John Barrymore, and Mr. Stern had informed him that the closing of the Barrymore contract would have to wait until Mr. Barrymore had some idea of the character of picture that would be produced.

The minutes of the special meeting held on November 5th, and the regular meeting held on November 16th, were read and approved.

No further business coming before the meeting, the meeting adjourned.

Albert W Banzhaf
Secretary

**Scanned from the United Artists collection at the Wisconsin Center for Film and Theater Research.**

**Digitization and post-production completed in the University of Wisconsin-Madison's Department of Communication Arts, with funding from the Mary Pickford Foundation.**

www.marypickford.org

www.mediahistoryproject.org